))) TRITECH
SOFTWARE SYSTEMS

September 28, 2012

City of Milpitas
Attn. Chris Schroder
1265 N. Milpitas
Milpitas, CA. 95035

Renewal of Software Support Agreement (revised)

This letter is an important notice to renew your Software Support Agreement for your TriTech System, which expired on August 31, 2012. The renewal of the Software Support Agreement will allow you to continue to take advantage of the software support and maintenance services provided by TriTech Software Systems and allow you to receive upgrades to your TriTech System.

Please complete and sign this Support Renewal Agreement and return it to TriTech along with your payment to assure uninterrupted software support and maintenance services coverage. Action on this Support Renewal Agreement is time sensitive; services to support your system will not be provided if you have not paid your Support Renewal Fee by the Expiration date of your Software Support Agreement.

TriTech Support Services Renewal Agreement Amendment

Client agrees to renew its Software Support Agreement dated October 2003, the terms of which are incorporated by reference herein as though set forth in full, and according to the terms and conditions included herein. Except as modified herein, all other terms and conditions of the Software Support Agreement shall remain in full force and effect. With respect to the content herein, in the event of any conflict between this Software Support Renewal Agreement Amendment and the Software Support Agreement, the terms of this Software Support Renewal Agreement Amendment shall control. **This Support Renewal Agreement Amendment and applicable support fees must be signed, paid and returned by September 1, 2012** to avoid any interruptions in the software support and maintenance services provided by TriTech. Payment of $96,772.17 for this period is due by October 15, 2012.

Consumer Price Index Adjustment

For support renewals that go into effect within calendar year 2012, the support renewal fee has been increased by the consumer price index (CPI) rate of 1.7%.

Note: Escrow, TeleAtlas and ESRI Fees, if applicable, are calculated separately and added to your annual support fee.

Payment

For your convenience, we have enclosed an invoice for the full amount of the TriTech Support Services Renewal Fees covering a 12 month period beginning September 1, 2012-August 31, 2013. If you have any questions, please contact Diana Sliwicki or your Client Account Manager at 858-799-7000.

The Support Renewal Agreement for TriTech Support Services is based upon the following TriTech Software licenses:

Milpitas

Product Name	Notes	# of Licenses	Cost per License	Total LicenseCost	Support Term 9/1/12 - 8/31/13
Interfaces to CLETS/SLETS/NCIC		1	15,000.00	15,000.00	3,354.58
Standard Alpha-Numeric Paging Interface License		1	9,000.00	9,000.00	2,012.75
Standard E-9-1-1 With TDD Interface License		1	20,000.00	20,000.00	4,472.77
VisiCAD Archive License Data Purging & SQL Replication		1	20,000.00	20,000.00	4,472.77
VisiCAD BOLO License		1	5,000.00	5,000.00	1,118.19
VisiCAD Command Public Safety Database Server License		1	30,000.00	30,000.00	6,709.16
VisiCAD Command Public Safety Full-User License***		6	12,000.00	72,000.00	16,101.98
VisiCAD Live Routing License		1	15,000.00	15,000.00	3,354.58
GISLink / VisiCAD MapImport Utility		2	20,000.00	20,000.00	4,472.77
VisiNet Mobile Applications Server License		1	50,000.00	50,000.00	11,181.93
VisiNet mobile Client License***		50	690.00	34,500.00	7,715.53
VisiNet Mobile Mapping Client License		50	300.00	15,000.00	3,354.58
WebView Site License Level 1	[a]	1	20,000.00	20,000.00	0.00
WebView Site License Server License	[a]	1	25,000.00	25,000.00	0.00
Zetron Station Alert/Printer Interface License (Centralized)		1	30,000.00	30,000.00	6,709.16
Added Licenses					
Message Switch Manager		1	5,000.00	5,000.00	1,118.19
VisiCAD MultiAgency		1	5,000.00	5,000.00	1,118.19
VisiCAD Multiassign		1	7,500.00	7,500.00	1,677.29
VisiCAD Playback		1	5,000.00	5,000.00	1,118.19
VisiCAD Protocol	[a]	1	50,000.00	50,000.00	0.00
VisiCAD Query Message Switch		1	5,000.00	5,000.00	1,118.19
VisiCAD R-Check		1	5,000.00	5,000.00	1,118.19
VisiCAD Rotation		1	500.00	500.00	111.82
VisiCAD Training/Test Server		1	10,000.00	10,000.00	2,237.40

Total License Renewal Fee:	90,342.97
ESRI Fees	128.00
Escrow Fee**	850.00
Tricon	1,390.00
TeleAtlas Fee	4,061.20
Total Adjusted License Renewal Fee:	96,772.17

NOTES:

ESRI Fees 6 user licenses @ $16.00 each
ESRI Fees for 2 GIS Link @ $16.00 each
TeleAtlas - 56 users
Escrow fee has inceased
[a] Removed per client request

ACCEPTED AND AGREED: TRITECH SOFTWARE SYSTEMS

_____
Signature   Blake Clark
                                        CFO

_____
Printed Name

_____
Title

_____
Date

))) TRITECH
SOFTWARE SYSTEMS

Invoice No.	**18251**
Invoice Date	9/28/2012
Page	1

Remit To:
TriTech Software Systems
P.O. Box 203223
Dallas, TX 75320-3226
Contact: 858-799-7000

Bill To:	Ship To:
City of Milpitas 1265 N. Milpitas Milpitas CA 95035	City of Milpitas 1265 N. Milpitas Milpitas CA 95035

Customer PO	Cust. No.	Ship Method	Payment Terms
	MILPITAS		Net 30

QTY:	Item Number:	Item Description:		Unit Price:	Ext. Price:
1	300-60	Customer Support - 9/1/12-8/31/13	Ea	$0.00	$96,772.17	$96,772.17

New Remit To Address:
TriTech Software Systems
P.O. Box 203223
Dallas, TX 75320-3226

Subtotal	$96,772.17
Tax	$0.00
Freight	$0.00
Total	**$96,772.17**

))) TRITECH
SOFTWARE SYSTEMS

Support Renewal Termination Request Quote

Change Order Quotation #	3119KS-01		Quotation Date:	09.21.12

General & Client Information

Client Name:	City of Milpitas PD	Bill to:	
System Description:	Remove Protocal from Annual Support		
Change Order #	TBD	City of Milpitas	
Original Sales Order #		1265 N. Milpitas	
Client Purchase Order #		Milpitas, CA 95035	
Client Purchase Order Date			
Client Contact:	Mike Luu		
Contact Phone:	408 586 2706	Ship to:	
Contact Email Address:	mluu@ci.milpitas.ca.gov		
Credit Terms:	remove from support		
Client Account Manager:	K Schulte		
Project Manager	TBD		

Project Products & Services

Qty	Sales Category	Item Description	Unit Price	Qty*Unit $		Extended Price
		Support Deletions:				$ -
(1)	CAD	VisiCAD Protocal Module	$ -	$ -		$ -
				$ -		$ -
					Total:	$ -

Project Summary & Totals

		TriTech CAD Software				-
		TriTech Interface Software				-
		TriTech Mobile Software				-
		TriTech RMS Software				-
		TriTech Custom Software				-
		Hardware & 3rd Party Software				-
		Support Hardware & 3rd Party Software				-
		Subcontract				-
		TriTech Services				-
		TriTech Annual Support & Maintenance				-
		Other				-
					Subtotal:	$ -
		Estimated Sales Tax (State: ___ at ___%) Taxable sales:	0.00	Sales tax rate:	5.00%	$ -
		Estimated Shipping				$ -
					Total:	$ -

Project Payment Terms: Net 30 days from date of invoice

						$ -
					Total Payments:	$ -

TriTech Software Systems
9477 Waples Street, Suite 100
San Diego, CA 92121
858-799-7000

Confidential and Proprietary
Page 1 of 2

)) TRITECH
SOFTWARE SYSTEMS

Change Order Quotation #	3119KS-01		Quotation Date:	09.21.12

Summary Information & Project Notes

This module has been removed from support per client request. If client would like support to be reactivated in the future they will need to repurchase the license.

Send Purchase Orders to:
TriTech Software Systems
Attn: K.Beckwith FAX: 858-799-7015
salesadmin@tritech.com

Remit Payments to:
TriTech Software Systems

| Quotation issued by: | | PO Box # 203223 | | |
| Contact info: | | Dallas, TX 75320-3226 | | |

Terms and Conditions

This Quotation is valid for 60 (sixty) days and is subject to the terms of your TriTech System Purchase Agreement. The software licensing provisions of the System Purchase Agreement between TriTech and Client shall govern the additional TriTech software licenses purchased hereunder. Support will be provided in accordance with the Software Support Agreement between TriTech and the Client. The quotation information is proprietary and may not be copied or released other than for the express purpose of selection and purchase/license. Any estimated sales and/or use tax has been calculated as of the date of quotation and is provided as a convenience for budgetary purposes. TriTech reserves the right to adjust and collect sales and/or use tax at the actual date of invoicing. If your organization is tax exempt or pays state taxes directly, then prior to invoicing, your organization must provide TriTech with a copy of a current tax exemption certificate issued by your state's taxing authority for the given jurisdiction.

Additional TriTech software licenses purchased under this Sales Order for Client's existing configuration will be deemed Accepted upon delivery. TriTech software licenses purchased for new TriTech Software modules; or Subsystems (e.g., addition of VisiNet Mobile, or VisiNet Law RMS) will be deemed Accepted upon Go Live.

Acceptance criteria for the TriTech software components will be the following unless otherwise noted in a mutually authorized agreement or Statement of Work:
    The software will operate in conformity with the TriTech issued software documentation:
    (i)   For VisiNet Command, VisiNet Law RMS, VisiNet Mobile, and VisiNet Browser, documentation will include the User Guide, Admin Guide and applicable release notes;
    (ii) For Standard Interfaces, documentation will be the standard Interface Requirements Document (IRD);
    (iii) For custom aplications and modules, the documentation will be the Operational Scenario Document (OSD) unless the requirements are defined in this Sales Order and no OSD will be developed.
    There is no Acceptance criteria for services.

Travel and out-of-pocket expenses will be invoiced as incurred, at actual cost, unless specifically itemized in the quotation.

By signing below, you are indicating that you are authorized to obligate funds for your organization. To activate your order, check the appropriate box below and, either, (i) attach a copy of this quotation to your purchase order when it is remitted to TriTech, or, (ii) if no additional authorizing paperwork is required for your organization to accept and pay an invoice, sign below and fax this quotation to 858-799-7015 or email to salesadmin@tritech.com to indicate your acceptance.

| ☐ | Purchase Order required and attached, reference PO#_____ on invoice | | | | |
| ☐ | No Purchase Order required to invoice | | | | |

Please check one of the following:
| ☐ | I agree to pay any applicable sales tax. | | | | |
| ☐ | I am tax exempt. Please contact me if TriTech does not have my current exempt information on file. | | | | |

Accepted for Client

		City of Milpitas PD			
		Client Agency/Entity Name			
		Print Name		Title	
		Client Authorized Representative			
		Signature		Date	
		Client Authorized Representative			

TriTech Software Systems
9477 Waples Street, Suite 100
San Diego, CA 92121
858-799-7000

Confidential and Proprietary
Page 2 of 2